

## Exhibit D



May 1, 2007

BY FACSIMILE and E-MAIL

Continental Stock Transfer and Trust Co.  
17 Battery Place, 8<sup>th</sup> Floor  
New York, NY 10014  
Attn: Michael Mullings

Re: Common Stock Dividend to Series B and C Preferred Stock Investors

Dear Michael:

This letter will constitute our authorization and instruction to you with respect to the issuance of certificates representing a total of 173,660 shares of newly-issued Common Stock, par value \$0.001 per share of GigaBeam Corporation, a Delaware corporation **WITH RESTRICTIVE LEGEND** to the Series B Preferred Stock and Series C Preferred Stock investors in accordance with the attached Schedule.

Please transmit the certificates to the investors at the addresses indicated below each investor's name on the Schedule.

These shares represent a common stock dividend. Should you require an opinion of counsel in connection with this issuance, please contact Ethan Seer, Esq. at Blank Rome, LLP.

I have enclosed a brief letter to accompany the certificate to each investor.

If you have any questions or comments, please telephone me at (571) 283-6226.

GIGABEAM CORPORATION

By: Caroline Baldwin Kahl  
Caroline Baldwin Kahl  
Corporate Counsel

Encl.: Letter to Investor  
Schedule

## SERIES B and SERIES C APRIL 2007 DIVIDEN

Version 9 05/01/2007

| Investor Name   | Amount of<br>Common Stock |
|---|---------------------------|
| Midsummer Investment, Ltd<br>205 Madison Avenue<br>38th Floor<br>New York City, NY 10017<br>Attention: Scott D. Kaufman<br>(212) 874-8032   | 85,382                    |
| Islandia, LP<br>485 Madison Avenue, 23rd Floor<br>New York, NY 10022<br>Attention: John Lang<br>(212) 584-2100  | 20,750                    |
| Leonardo, LP<br>245 Park Avenue, 28th Floor<br>New York, NY 10087<br>Attention: Gary Wolf<br>(212) 972-0529   | 27,075                    |
| Silver Oak Capital LLC<br>245 Park Avenue, 28th Floor<br>New York, NY 10087<br>Attention: Gary Wolf<br>(212) 972-0529   | 20,750                    |
| Bushido Capital Master Fund, LP<br>c/o Bushido Capital Partners, Ltd<br>145 East 67th Street<br>New York City, NY 10022<br>Attention: Christopher Rossmann<br>Louis Rabman<br>(212) 760-6200<br>Address updated: 04/04/2007 | 4,151                     |
| Gruber & McBaine International<br>50 Osgood Place - PH<br>San Francisco, CA 94133<br>Attention: Jon D. Gruber<br>Christine Arroyo<br>(415) 981-2101   | 1,100                     |
| Jon D and Linda W Gruber Trust<br>50 Osgood Place - PH<br>San Francisco, CA 94133<br>Attention: Jon D. Gruber<br>Christine Arroyo<br>(415) 981-2101   | 805                       |
| Logunias Partners LP<br>50 Osgood Place - PH<br>San Francisco, CA 94133<br>Attention: Jon D. Gruber<br>Christine Arroyo<br>(415) 981-2101   | 4,345                     |
| J Patterson McBaine<br>50 Osgood Place - PH<br>San Francisco, CA 94133<br>Attention: Christine Arroyo<br>(415) 981-2101   | 510                       |
| Enable Growth Partners, LP<br>One Ferry Building, Suite 255<br>San Francisco, CA 94111<br>Attention: Brenden O'Neil<br>(800) 251-7037 (Sean Miel)<br>(415) 677-1079 (Adam Epstein)  | 0,450                     |
| Enable Opportunity Partners, LP<br>One Ferry Building, Suite 255<br>San Francisco, CA 94111<br>Attention: Brenden O'Neil<br>(800) 251-7037 (Sean Miel)<br>(415) 677-1079 (Adam Epstein)                                     | 1,204                     |
| Pierce Diversified Strategy Master Fund LLC, Ena<br>One Ferry Building, Suite 255<br>San Francisco, CA 94111<br>Attention: Brenden O'Neil<br>(800) 251-7037 (Sean Miel)<br>(415) 677-1079 (Adam Epstein)                    | 885                       |
| Crescent International Ltd<br>c/o Cantara (Switzerland) SA<br>84, av Louis-Casali<br>CH 1210 COINTRIN, Geneva, Switzerland<br>Attention: Max Brezzi<br>Bachir Taleb-Ibrahimi<br>+41 22 701 71 08 (Cornelia Mosching)        | 4,497                     |
| Rockmore Investment Master Fund<br>160 East 68th Street, 28th Floor<br>New York, NY 10165<br>Attn: Brian Daly   | 8,012                     |
| Portside Growth & Opportunity Fund<br>c/o Ramkus Capital Group<br>608 3rd Avenue, 28th Floor<br>New York City, NY 10017<br>Attention: Nancy Wu<br>(212) 645-7900  | 2,360                     |
| Meadowbrook Opportunity Fund LLC<br>520 Lake Cook Road, Suite 600<br>Deerfield, IL 60015<br>Attention: Michael Y. Rogins<br>(847) 878-1220 (Dan Eickman)  | 1,730                     |
| Pierce Diversified Strategy Master Fund LLC, Series BUS<br>145 East 67th Street<br>New York City, NY 10022<br>Attention: Ron Dagar<br>(212) 760-6200<br>Address Updated 04/04/2007  | 2,707                     |
| <b>TOTALS</b>   | <b>\$ 173,690</b>         |



May 2, 2007

Re: Series B Convertible Preferred Stock and Series C Convertible  
Preferred Stock - April 2007 Common Stock Dividend

Dear GigaBeam Investor:

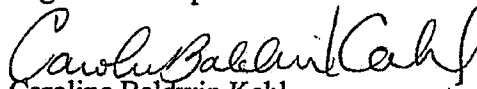
Pursuant to your election to accept shares of Common Stock of GigaBeam Corporation (the "Company") as your April 1, 2007 dividend payment on your Series B Convertible Preferred Stock and/or Series C Convertible Preferred Stock, enclosed please find an original common stock certificate of the Company representing your dividend payment for April 2007. Your warrants will be issued under separate cover.

Please note that the enclosed certificate has been issued with a restrictive legend pending availability in the future of an effective registration statement. You will be notified promptly upon the availability of an effective registration statement and current prospectus covering the resale of the enclosed shares. At that time, you may request that the Company remove the legend pursuant to Section 4.1(c) of the Securities Purchase Agreement between the Company and the holders of Series B Convertible Preferred Stock and/or pursuant to Section 4.1(c) of the Securities Purchase Agreement between the Company and the holders of Series C Convertible Preferred Stock, as the case may be. Section 4.1(c) of each of the Securities Purchase Agreements also outlines your obligations regarding resale of the enclosed shares.

Please do not hesitate to telephone me at (571) 283-6226 if you have any questions.

Very truly yours,

GigaBeam Corporation

  
Caroline Baldwin Kahl  
Corporate Counsel

Enclosure

**GigaBeam Corporation**

470 Springpark Place, Suite 900

Herndon, VA 20170

Phone: 571-283-6200

Fax: 571-283-6203



www.gigabeam.com

# Fax

**To:** Michael Mullings

**From:** Caroline Kahl

**Fax:** (212) 616-7616

**Fax:**

**Phone:**

**Phone:**

**Pages:**

**Date:** 5/1/2007

**Re:** Common stock issuance

**CC:**

☐ **Urgent**    ☐ **For Review**    ☐ **Please Comment**    ☐ **Please Reply**    ☐ **Please Recycle**

• **Comments:**

Michael: common stock dividend issuance

Regards,

Caroline

Confidential Communication